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November 13, 2015

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VIA ECF

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The Honorable Analisa Torres
United States District Judge
Southern District of New York
500 Pearl Street
New York, NY 10007

Re: *Marathon Asset Management, LP v. Wilmington Trust, N.A.*, Case No. 1:15-cv-04727 (AT)(AJP)

Dear Judge Torres:

We represent Angelo Gordon & Co., LP, Apollo Advisors VII, L.P., and Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. (collectively, the "Intervenor Defendants"). On behalf of the Intervenor Defendants and plaintiff Marathon Asset Management, LP ("Marathon"), we respectfully submit this letter to notify the Court that the parties have entered into a stipulation, attached as Exhibit A, that would result in Marathon's voluntary dismissal of this action if certain conditions are satisfied by a deadline. The stipulation, which United States Bankruptcy Judge Christopher S. Sontchi approved on November 10, 2015, provides in paragraph 2 that Marathon will voluntarily dismiss this action and file a substitute complaint in Delaware Bankruptcy Court if TCEH files an amended plan of reorganization containing certain agreed provisions by November 13, 2015 (the parties have agreed to extend that deadline to November 20, 2015).

The parties therefore respectfully request that the Court refrain from ruling on Marathon's motion to remand (Dkt. 14) and the Intervenor Defendants' motion to transfer venue to the Delaware Bankruptcy Court (Dkt. 28) at this time. The parties expect that the stipulated conditions to Marathon's voluntary dismissal of this action will occur no later than the November 20, 2015 deadline under the stipulation. In the event the stipulated condition to Marathon's voluntary dismissal of this action is not satisfied by the deadline, the parties would notify the Court about the status of the motions at that time.

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Thank you for the Court's consideration of this request.

Respectfully,

/s/ Jonathan Rosenberg

Jonathan Rosenberg

Attachment
cc (via ECF and email):

George W. Shuster
Mark D. Kotwick

GRANTED. By **November 20, 2015**, Plaintiff shall
file its voluntary dismissal or submit a letter on the
status of these proceedings.

SO ORDERED.

Dated: November 16, 2015
New York, New York



ANALISA TORRES
United States District Judge